

**SPECIAL GENERAL MEETING 2019 CAUL’s INCORPORATION**Friday 8th February 2019
from 2pm-3pm AEDT

Via Zoom Webinar

Register: <https://zoom.us/webinar/register/2c92f7b09ceab7fad746f627e8486654>

**AGENDA**(Finalised 6/2/19)

1. MEETING OPENING.
	1. Attendance

****Registered (37 CAUL, 3 CONZUL):****

| **First Name** | **Last Name** | **Email** |
| --- | --- | --- |
| Craig | Anderson | uni-librarian@deakin.edu.au |
| Anne | Bell | anne.bell@sydney.edu.au |
| Jill | Benn | jill.benn@uwa.edu.au (holding proxy for **Margie Jantti)** |
| Martin | Borchert | m.borchert@unsw.edu.au |
| Janette | Burke | janette.burke@utas.edu.au |
| Fiona | Burton | fiona.burton@mq.edu.au |
| Teresa | Chitty | teresa.chitty@adelaide.edu.au |
| Catherine | Clark | catherine.clark@curtin.edu.au |
| Frances | Eden | frances.eden@qut.edu.au |
| Matthew | Evans | matthew.evans@murdoch.edu.au |
| Janet | Fletcher | janet.fletcher@vuw.ac.nz |
| Sarah | Fredline | sfredlin@bond.edu.au |
| Robert | Gerrity | bob.gerrity@monash.edu |
| Michelle | Gillespie | mgillespie@swin.edu.au (holding proxy for Tony Davies) |
| michael | gonzalez | michael.gonzalez@uts.edu.au |
| Ross | Hallett | ross.hallett@waikato.ac.nz |
| Helen | Hooper | directorlis@jcu.edu.au |
| Anthony | Hornby | anthony.hornby@cdu.edu.au |
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| Maureen | Sullivan | maureen.sullivan@griffith.edu.au |
| Mark | Sutherland | mark.sutherland@newcastle.edu.au |
| Gwenda | Thomas | Gwenda.Thomas@unimelb.edu.au |
| Lisa | Tyson | l.tyson@westernsydney.edu.au |
| Christian | West | christian.west@canberra.edu.au |
| Constance | Wiebrands | c.wiebrands@ecu.edu.au |

**Apologies & Proxies Received:**

Margie Jantti (proxy held by Jill Benn, 6/2/19)

**Tony Davies (Michelle Gillespie, proxy) **

****Guest/s:****

**In attendance: Diane Costello (Executive Officer), Harry Rolf (Communication & Policy Officer), Rob O’Connor (Executive Director)**

* 1. Appointment of the Chair

**Draft Resolution:**

Members present appointed Jill Benn (Deputy President) to Chair the Special General Meeting.

* 1. Disclosure of Conflicts of Interest

The Chair will invite members to disclose any potential conflicts of interest.

* 1. Confirmation of Minutes

The SGM Minutes will be confirmed at the next General Meeting of CAUL.

1. MATTERS FOR DECISION.

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| **The following is from the CAUL Constitution:**Meetings:* 1. At least two meetings of CAUL shall normally be held each year. **The notice of any meeting of CAUL shall be posted to all members by the President at least fourteen**

 **(14) days before the date of the meeting.*** 1. **The quorum for a meeting of CAUL shall be fifty (50) per cent of financial members**. The quorum for a meeting of the Executive committee shall be three (3) members of the Executive Committee.

7 Voting:7.1 **Unless otherwise required in this Constitution, votes shall be determined by a simple majority of members voting at a meeting in person or by proxy** or in a postal ballot to all members by the President and allowing at least fourteen (14) days for responses to be received.8 Amending the Constitution:8.1 **This Constitution may be amended by a two-thirds majority of members voting in person or by proxy at a meeting, provided that notice of the proposed amendment has been given at the time of calling the meeting.** |

* 1. CAUL’s Incorporation

This Special General Meeting has been called to confirm changes to CAUL’s constitution and approve CAUL’s incorporation. Each part of the resolution may be considered individually or the resolution may be passed on block.

[Background information (On the CAUL website)](https://www.caul.edu.au/news/caul-incorporation)

[New Constitution](https://www.caul.edu.au/sites/default/files/documents/caul-doc/constitution2019caulinc.docx) (21 January 2019) (with selected extracts here below)

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| 1.1 Name of the associationThe name of the association is the *Council of Australian University Librarians* (Incorporated) abbreviated as CAUL Inc. also referred to as CAUL. |
| 1.3 Objectives The objectives of CAUL are to:**1.3.1** position university libraries as essential knowledge and information infrastructures for teaching, learning and research in their institutions;**1.3.2** advance open and equitable access to knowledge, information and data;**1.3.3** be a recognised authority on the purpose, value and impact of university libraries in higher education and research;**1.3.4** foster cooperative activity between university libraries in Australia and internationally for the benefit of their students, teachers and researchers;**1.3.5** represent the interests of its members to government, the community and other stakeholders;**1.3.6** promote members’ views and values in national and international discourse on relevant issues and public policy developments;**1.3.7** facilitate the sharing of best practice, information and innovation among its members; **1.3.8** foster leadership and professional growth of current and future leaders in university libraries. |
| 3.2 Membership of the board**3.2.1** The Board shall consist of seven positions, positions may not be held concurrently.**3.2.2** Four elected from among the Full Members of CAUL that include:**3.2.1.1** The Chair;**3.2.1.2** The Deputy Chair;**3.2.1.3** Two Directors (Elected).**3.2.3** Three Directors appointed by resolution of the Board for their professional skills and experience. Any person is eligible to be appointed to the position provided that they bring the prerequisite skills and experience. |

**Draft Resolution:**

**That CAUL:**

**[1]** Confirms the name of the association to be that described in the [New Constitution](https://www.caul.edu.au/sites/default/files/documents/caul-doc/constitution2019caulinc.docx) under section 1.1;

**[2]** Confirms the objects of the association to be those described in the [New Constitution](https://www.caul.edu.au/sites/default/files/documents/caul-doc/constitution2019caulinc.docx) under section 1.3;

**[3]** Adopts the [New Constitution](https://www.caul.edu.au/sites/default/files/documents/caul-doc/constitution2019caulinc.docx) (21 January 2019);

**[4]** Appoints the Executive Director, Rob O'Connor, to be the inaugural Public Officer;

**[5]** Appoints the following persons to positions on the Board as described under part 3 of the new constitution:

**Chair of the Board:**Margie Jantti, term ending September 30th 2019
**Deputy Chair:** Jill Benn, term ending September 30th 2020

**Directors (Elected):**Constance Wiebrands, term ending September 30th 2020, holding the portfolio of Treasurer
Robert Gerrity, term ending September 30th 2019

**Directors (Appointed):**​
Roxanne Missingham, term ending September 30th 2019.
Catherine Clark, term ending September 30th 2020, holding the portfolio of Program Director: *Fair, affordable and open access to knowledge*
Carmel O'Sullivan, term ending September 30th 2020, holding the portfolio of Program Director: *Digital Dexterity – the new skills for learning and research excellence*

**[6]** Authorises the Public Officer to apply for the incorporation of CAUL and to do all things necessary to lodge the application with Access Canberra following the meeting at which this resolution is passed.

**Note:** The Board shall be the inaugural committee for the purpose of incorporation, with members’ terms beginning from the date on which this resolution is passed and ending on the dates listed by their names. The Special Resolution must give members at least 21 days’ notice, with the notice accompanied by all documentation necessary to make an informed decision. A Special Resolution must be passed by ¾ of the members.

1. MEETING CLOSE.
	1. Any other matters relating to the business at hand